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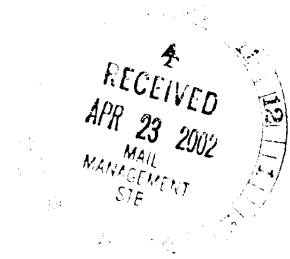
April 19, 2002

Taledia Stokes  
Surface Transportation Board  
Recordation Office  
1925 K Street, N.W., Suite 70  
Washington D.C. 20423

RECORDATION NO. 23755 FILED

APR 24 '02 1-25 PM

SURFACE TRANSPORTATION BOARD



Dear Taledia,

Enclosed are two (2) originals of the **Memorandum of Railcar Lease** dated as of April 10, 2002 between the following parties:

Names and address of the following parties:

Lessor: **THE CIT GROUP/EQUIPMENT FINANCING INC.**  
1211 Avenue of the Americas, New York, NY 10036

Lessee: **JAIX LEASING COMPANY**  
20 North Wacker Drive, Suite 2200, Chicago, IL. 60606

**A short summary of the document to appear in the index follows:**

Memorandum of Railcar Lease between Lessor: **THE CIT GROUP/EQUIPMENT FINANCING INC.** and Lessee: **JAIX LEASING COMPANY**, covering 120 coal hoppers with reporting marks and numbers — CEFX 63944– CEFX 64063, NOT INCLUSIVE.

Please file this memorandum as a **PRIMARY** document and return one (1) stamped original to my attention. A check covering the filing fee of thirty dollars (\$30.00) is enclosed.

If you have any questions regarding the filing, please feel free to call me at 800-634-9738 ext. 20100.


Thank you for your prompt assistance.

Sincerely,

  
Sherry Lewey  
Research/Development Coordinator



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**Enclosure**

MEMORANDUM OF RAILCAR LEASE

THIS MEMORANDUM OF RAILCAR LEASE dated as of this 10<sup>th</sup> day of April, 2002 is made by THE CIT GROUP/EQUIPMENT FINANCING, INC., a Delaware corporation, with an address at 1211 Avenue of the Americas, New York, New York 10036 (the "Lessor"), and JAIX LEASING COMPANY, a Delaware corporation, with an address at 20 North Wacker Drive, Suite 2200, Chicago, IL 60606 (the "Lessee" and, together with the Lessor, the "Parties").

KNOW ALL PERSONS BY THESE PRESENTS THAT:

WHEREAS, the Lessor and the Lessee entered into that certain Railcar Equipment Lease (the "Lease") dated as of January 1, 2002 covering the equipment listed on Schedule A hereto (the "Equipment").

WHEREAS, the Parties wish to show for the public record the existence of the aforesaid Lease, and the respective interests therein of the Parties and accordingly the Parties have caused this memorandum to be executed by their respective duly authorized officers, as of the date first above written.

NOW, THEREFORE, for valuable consideration, the receipt and sufficiency of which are hereby acknowledged by each of the Parties hereto, by this instrument the Lessor hereby leases and confirms the lease of the Equipment to the Lessee in accordance with the terms and conditions of the Lease, and the Lessee confirms and accepts such terms and conditions, which are incorporated by reference as if fully set forth herein.

IN WITNESS WHEREOF, the undersigned has caused this Document to be executed by a duly authorized officer as of the day and year first above written.

THE CIT GROUP/EQUIPMENT FINANCING, INC.

By: Catherine Sligocki  
Name: Catherine Sligocki  
Title: Vice President

JAIX LEASING COMPANY

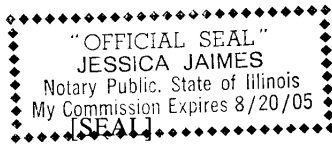
By: Edward J. Whelan  
Name: Edward J. Whelan  
Title: VICE PRESIDENT

RECORDATION NO. 23955 FILED  
APR 24 '02 1-25 PM  
SURFACE TRANSPORTATION BOARD

STATE OF )  
 ) SS:  
COUNTY OF )

On this 26th day of March, 2002 before me personally appears Edward G. Walker, to me personally known, who by me duly sworn, says that he/she is the Vice President of JAIX LEASING COMPANY (the "Company"), that the foregoing instrument was signed on behalf of the said Company by authority of its Board of Directors, and he/she acknowledged that the execution of the foregoing instrument was the free act and deed of the said Company.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal.



Jessica Jaimes  
Notary Public

My Commission expires:

STATE OF NEW YORK )  
 )SS:  
COUNTY OF NEW YORK )

On this 10th day of April, 2002 before me personally appears Catherine Stiglia, to me personally known, who by me duly sworn, says that ~~he~~/she is the Vice President of THE CIT GROUP/EQUIPMENT FINANCING, INC. (the "Company"), that the foregoing instrument was signed on behalf of the said Company by authority of its Board of Directors, and ~~he~~/she acknowledged that the execution of the foregoing instrument was the free act and deed of the said Company.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal.

Indra Bedasie  
Notary Public

[SEAL]

My Commission expires

INDRA BEDASIE  
Notary Public, State of New York  
No. 01BE6014602  
Qualified in Queens County  
Certificate filed in New York County  
Commission Expires Oct. 19, 2002

**Schedule A**

<u>Quantity</u>	<u>Equipment Description</u>	<u>Reporting Marks and Numbers</u>
120	4,300 c.f. aluminum bottom discharge coal hopper cars	CEFX 63944-64063 (both inclusive)